

JAMES-FURMAN

James-Furman & Company
One Centerpointe Drive
Suite 200
Lake Oswego, OR 97034
503/684-5505 Telex 216586

October 10, 1996

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RECEIVED
SURFACE TRANSPORTATION
BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of April 11, 1996, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: James-Furman Partnership
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Colorado & Wyoming Railway Company
1612 East Abriendo
Pueblo, CO 81004

A description of the railroad equipment covered by the enclosed document is:

Ninety-five (95) 89-foot 70-ton flatcars marked and numbered as per the attached Equipment List.

Also enclosed is a payment of \$22 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

Mr. Vernon A. Williams

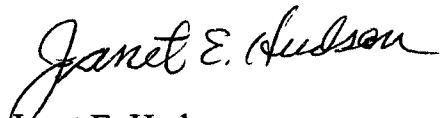
October 10, 1996

Page 2

A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement dated as of April 11, 1996 between James-Furman Partnership, Lessor, and Colorado & Wyoming Railway Company, Lessee, covering ninety-five (95) 89-foot 70-ton flatcars marked and numbered as per the attached equipment list.

Sincerely,

A handwritten signature in cursive script that reads "Janet E. Hudson".

Janet E. Hudson
Assistant to the
Executive Vice President

jeh
Enclosure

cc: Robert W. Alvord, Esq.

EQUIPMENT LIST

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CW	8801	CW	8836	CW	8880
CW	8802	CW	8837	CW	8881
CW	8803	CW	8838	CW	8882
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TOTAL OF 95

**SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20427-0001**

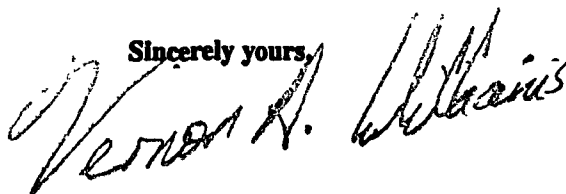
10/15/96

Janet E. Hudson
James-Furman & Company
One Centerpointe Drive
Ste. 200
Lake Oswego, OR, 97034

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/15/96 at 12:05PM, and assigned recordation number(s). 1 20310

Sincerely yours,

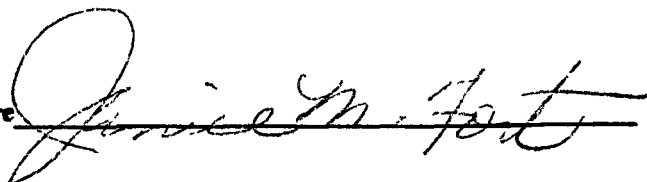


Vernon A. Williams
Secretary

Enclosure(s)

\$22.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



21510
OCT 11 1996

MEMORANDUM OF LEASE AGREEMENT
BETWEEN
JAMES-FURMAN PARTNERSHIP ("LESSOR")
AND
COLORADO & WYOMING RAILWAY COMPANY ("LESSEE")

APRIL 11, 1996

Memorandum of a Lease Agreement made and entered into as of April 11, 1996 by and between James-Furman Partnership, an Oregon partnership, ("Lessor") and Colorado & Wyoming Railway Company, a Delaware corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor ninety-five (95) 89-foot 70-ton flatcars marked and numbered as found on the attached Equipment List.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR: JAMES-FURMAN PARTNERSHIP

By: Worries M. Webb

Title: Authorized Rep

LESSEE: COLORADO & WYOMING RAILWAY COMPANY

By: Bob E. Porter

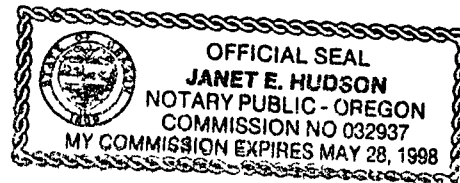
Title: Vice President & C.O.O.

STATE OF OREGON)
) ss
COUNTY OF CLACKAMAS)

On this 8th day of October, 1996, before me personally appeared Norris M. Webb, to me personally known, who being by me duly sworn, says that he is the Authorized Representative of James-Furman Partnership that the foregoing instrument was signed on behalf of said partnership, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson
NOTARY PUBLIC

My commission expires: 5/28/98



STATE OF COLORADO)
) ss.
COUNTY OF PUEBLO)

On this 25th day of September, 1996, before me personally appeared Robert E. Porter, to me personally known, who being by me duly sworn, says that he is the Vice President, C.O.O. of Colorado & Wyoming Railway Company that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

P. Robert G. Gmetta
NOTARY PUBLIC

My commission expires: 4/19/97

EQUIPMENT LIST

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